

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
BISON CAPITAL CORPORATION,	:
	:
	:
Plaintiff,	:
	:
- against -	:
	:
ATP OIL & GAS CORPORATION,	:
	:
	:
Defendant.	:
-----X	

Civil Action No. 10 CV 714
(SHS) (AJP)

RULE 26(f) REPORT

Plaintiff, Bison Capital Corporation (“Bison Capital”) and Defendant ATP Oil & Gas Corporation (“ATP”) have met and conferred and jointly submit this report pursuant to Fed. R. Civ. P. 26(f). A status conference in this matter is scheduled for April 16, 2010, at 10:30 a.m. in Courtroom 20D before Magistrate Judge Andrew J. Peck.

1. **Basis of this Court’s Jurisdiction**

The parties agree that this Court has original subject matter jurisdiction with respect to this action pursuant to 28 U.S.C. §1332(2). The parties have also consented to venue and jurisdiction in this Court.

2. **Amendments to Pleadings**

The parties agree that any amendments to pleadings must be made pursuant to Rule 15 of the Federal Rules of Civil Procedure.

3. **Initial Disclosures Under Fed. R. Civ. P. 26(a)**

The parties exchanged initial disclosures pursuant to Rule 26(a)(1) on April 1, 2010.

4. **Subjects on Which Disclosure May be Needed/Discovery Cut-Off**

Plaintiff: Plaintiff believes the subjects of discovery should include all the allegations and claims set forth in the First Amended Complaint and that Defendant’s pending motion to

dismiss Counts III through XIII of the First Amended Complaint is not a basis for a partial stay of discovery.

Defendant: Because Defendant moved to dismiss Counts III through XIII of the First Amended Complaint, Defendant believes that discovery pertaining to Counts III through XIII is premature prior to the Court's deciding Defendant's motion to dismiss. Defendant agrees that certain discovery is appropriate regarding the transactions contained in the First Amended Complaint other than those contained in Counts III through XIII.

5. **Changes to Discovery Rules under Fed. R. Civ. P./
Southern District Local Rules**

The parties foresee the need for two changes in the discovery schedule. First, given the likelihood that witnesses, including third party witnesses, will have vacations scheduled during the summer months, it may be necessary to extend the close of discovery from August 16, 2010 until October 29, 2010. It is also likely that the parties will need an increase in the number of depositions each will take from 10 to 15.

6. **Written Discovery/Exchange of Documents/Protective Order**

The parties will serve their initial written discovery demands on or before April 23, 2010. The parties will serve their written responses and objections to the initial discovery requests and produce responsive documents in accordance with the Federal Rules of Civil Procedure. Prior to the exchange of documents, the parties will enter into an appropriate confidentiality agreement and seek a protective order governing confidential materials that may be produced during discovery. Each party reserves its right to supplement its production.

7. **Depositions**

Plaintiff: Plaintiff has served notices for depositions that would commence in late May or as promptly as possible after Defendant produces its documents.

Defendant: Defendant contends that depositions should not commence until the Court has ruled on Defendant's motion to dismiss Counts III through XIII.

8. **The Status of Settlement Discussions**

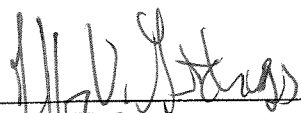
The parties currently differ fundamentally over the obligations set forth in the parties' Agreement and view settlement as unlikely at this early stage of the litigation.

9. **Electronic Discovery**

The parties have had two preliminary discussions regarding issues pertaining to electronic discovery. The parties will continue their discussions regarding electronic discovery pursuant to the Court's Rules.

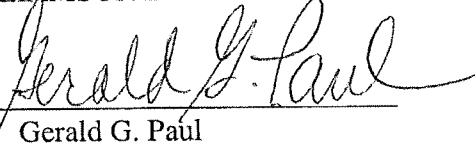
Dated: New York, New York
April 15, 2010

HUNTON & WILLIAMS LLP

By: 
Jeffrey W. Gutches
1111 Brickell Avenue
Miami, FL 33131
(305) 810-2500
jgutches@hunton.com
msteinberg@hunton.com

*Attorneys for Plaintiff
Bison Capital Corporation*

FLEMMING ZULACK
WILLIAMSON ZAUDERER LLP

By: 
Gerald G. Paul
Lissa C. Gipson
One Liberty Plaza
New York, NY 10006-1404
Phone: 212-412-9500
lgipson@fzwz.com
gpaul@fzwz.com

*Attorneys for Defendant
ATP Oil & Gas Corporation*